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ATTORNEY AT LAW

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BOCA RATON, FLORIDA 33432

FLORIDA & NEW YORK BARS

561 - 394 - 2321

January 8, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200002397402--3  
-01/12/98--01121--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Retail Concepts Unlimited, Inc.  
Change of Registered Agent/Office

Dear Sir or Madam:

Enclosed please find a Certificate Designating Change Of Registered Agent and Office, together with a check in the amount of \$35.00 as the filing fee, submitted on behalf of the above referenced Corporation.

Should you have any questions concerning this matter, please do not hesitate to call. Thank you for your cooperation in this matter.

Sincerely,



Brian W. Broad

BWB/sm  
97-566/ltrchgrg  
Enclosures; Check No. 2926

FILED  
98 JAN 12 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

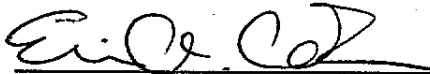
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CERTIFICATE DESIGNATING CHANGE  
OF  
REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with section 607.0501, Florida Statutes, the following is submitted:

1. Name of the Corporation is Retail Concepts Unlimited, Inc..
2. Street address of the current Registered Office is:  
3732 N.W. 16th Street, Fort Lauderdale, Florida.
3. Name of the current Registered Agent is Filings, Inc.
4. Name of the successor Registered Agent is Eric Cohn.
5. Street address of the new Registered Office is:  
10630 Maple Chase Drive, Boca Raton, Florida 33498.
6. Such change of Registered Agent and Registered Office was authorized by an Officer of the Corporation, so authorized by the Board of Directors.



Eric Cohn, President

12/1/97

Date

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: 12/1/97



Eric Cohn